

DECLARATION AND POWER OF ATTORNEY

We, Donald W. Bennett, Johnny B. Fay and Scott W. Long, joint inventors herein, hereby declare that:

Our residence, post office address and citizenship are as stated below next to our names.

We believe that we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled

"WEAR RESISTANT WELL PUMP ROD AND METHOD FOR MAKING SAME",
the specification of which is attached hereto.

We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to in this declaration.

We acknowledge the duty to disclose to the Patent and Trademark Office all information known to us to be material to the patentability of any claim in accordance with Title 37, Code of Federal Regulations, §1.56, and which is material to the examination of this application, namely, information where there is a substantial likelihood that a reasonable examiner would consider it important in deciding whether to allow the application to issue as a patent.

We hereby claim foreign priority benefits under Title 35, United States Code §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

<u>Country</u>	<u>Application No.</u>	<u>Filing Date</u> <u>(day, month, year)</u>
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- NONE -

We hereby claim the benefit under Title 35, United States Code §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code §112, we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

<u>U.S. Serial No.</u>	<u>U.S. Filing Date</u>	<u>Status</u>
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- NONE -

We hereby appoint KENNETH R. GLASER, Registration No. 24,015; RICHARD L. SCHWARTZ, Registration No. 27,227; RANDALL C. BROWN, Registration No. 31,213; JOHN M. CONE, Reg. No. 30,538; MICHAEL E. MARTIN, Registration No. 24,821; STEVEN E. ROSS, Registration No. 35,996; RICK MATOS, Registration No. 40,082, HENRY T. CRENSHAW, JR., Registration No. 37,805, GEORGE R. SCHULTZ, Registration No. 35,674 and R. SCOTT RHOADES, Registration No. P-44,300 of the firm of AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P., our attorneys and agents to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith. Send all correspondence to:

Michael E. Martin
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
P.O. Box 688
Dallas, TX 75313-0688

Phone: 214/969-2800

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this application or any patent issued thereon.

Full name of
first joint Inventor: Donald W. Bennett


Residence: Midland, TX

Citizenship: US

Post Office Address: P.O. Box 12670
Odessa, TX 79768-2670

Date:

2/9/99


Donald W. Bennett

Declaration and Power of Attorney: Patent Application Entitled "WEAR RESISTANT WELL PUMP ROD AND METHOD FOR MAKING SAME" - Page 2 of 3

Full name of
second joint Inventor: Johnny B. Fayo

Residence: Odessa, TX

Citizenship: US

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Date: 2/9/99 Johnny B. Fayo
Johnny B. Fayo

Full name of
third joint Inventor: Scott W. Long

Residence: Midland, TX

Citizenship: US

Post Office Address: P.O. Box 12670
Odessa, TX 79768-2670

Date: 2/9/99 Scott W. Long
Scott W. Long

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[illegible]

as described in

_____ the specification filed _____ under Serial
No. _____.

If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 C.F.R. §1.9(d) or by any concern which would not qualify as a small business concern under 37 C.F.R. §1.9(d) or a nonprofit organization under 37 C.F.R. §1.9(e).

any such person, concern or organization is identified below, if applicable:

Address _____

nonprofit organization

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the

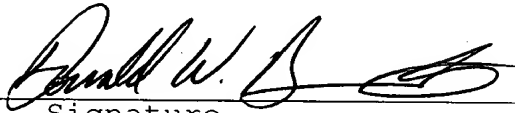
United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

TYPED NAME OF PERSON SIGNING: Donald W. Bennett

TITLE: President

Date:

2/9/99



Signature

199493

002493 0249

We acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate pursuant to 37 C.F.R. \$1.28(b).

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Printed Name of Inventor: Donald W. Bennett

Date:

2/9/99


Donald W. Bennett

Printed Name of Inventor: Johnny B. Fayo

Date:

2/9/99


Johnny B. Fayo

Printed Name of Inventor: Scott W. Long

Date:

2/9/99


Scott W. Long